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**ProNet Communications,
Incorporated**

**Application and Petition for
Certificate of Convenience and Necessity
To Provide Intrastate Interexchange Services
as a Reseller**

***Response to
Staff's Letter of Sufficiency
And First Set of Data Requests***

Docket No. T-4042A-01-0651

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AZ CORP COMMISSION
DOCUMENT CONTROL

October 3, 2001

Mr. John Bostwick
CC&N Specialist
Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007-2996

Arizona Corporation Commission

DOCKETED

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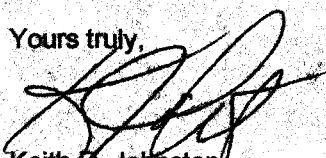
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Dear Mr. Bostwick:

Enclosed please find our Response to Staff's Letter of Sufficiency and First Set of Data Requests to ProNet Communications, Incorporated. Included therein is the record of required public notice. Also included is a new original of our Application for CC&N with another original of the Arizona Certificate of Good Standing and Proposed Interexchange Tariff. Please replace the entire first application package for CC&N and Proposed Tariff, filed on August 13, 2001 with the enclosed package. We understand that the new package would retain the same filing date as all information remained constant excepting corrections to clarify for the Commission.

Thank you for your assistance.

Yours truly,



Keith D. Johnston
Chief Executive Officer

Enclosures

WILLIAM A. MUNDELL
CHAIRMAN
JIM IRVIN
COMMISSIONER
MARC SPITZER
COMMISSIONER



BRIAN C. McNEIL
EXECUTIVE SECRETARY

ARIZONA CORPORATION COMMISSION

August 23, 2001

COPY

Keith Johnston, President
ProNet Communications, Incorporated
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

RE: Staff's Letter of Sufficiency and First Set of Data Requests to ProNet Communications,
Incorporated
Docket No. T-04042A-01-0651

Dear Mr. Johnston:

On August 13, 2001 ProNet Communications, Incorporated filed an application for a CC&N to provide resold long distance telecommunication services in the State of Arizona. The application is not sufficient. This data request list the information Staff needs to complete its analysis of your application. Please treat this, as Staff's first set of data requests to ProNet Communications, Incorporated in the above-referenced matter.

For purposes of this data request set, the words "ProNet", "applicant", "the Company", "you", and "your" refer to ProNet Communications, Incorporated and any representative, including every person and/or entity acting with, under the control of, or on behalf of ProNet Communications, Incorporated. For each answer, please identify by name, title, and address each person providing information that forms the basis for the response provided.

These data requests are continuing, and your answers or any documents supplied in response to these data requests should be supplemented with any additional information or documents that come to your attention after you have provided your initial responses.

Please provide Docket Control with the information being requested within **71 days** of the date of this letter. Mail an original plus 10 copies to Docket Control, Arizona Corporation Commission, 1200 W. Washington Street, Phoenix, AZ 85007-2927. If no response is received, Staff will recommend that the application be terminated. If the application is terminated, the Applicant cannot provide the same telecommunications services in Arizona for which it is currently applying, until such time as a new application is filed with and approved by the Commission.

August 23, 2001

Page 2

Remember that information submitted for a CC&N will be made a part of the public record (including financial statements). Any information designated as confidential will not be accepted by Docket Control. If you have any questions, please contact me at (602) 542-0856. Thank you for your prompt response to this request.

Respectfully,



John Bostwick
CC&N Specialist

Enclosures

COPY

STAFF'S FIRST SET OF DATA REQUESTS TO
PRONET COMMUNICATIONS, INCORPORATED
DOCKET NO. T-04042A-01-0651

In order for Staff to continue with its review of this application, the following information must be submitted:

1. For each type of telecommunications services you indicated that you want to provide in Arizona.

 x Resold long distance services (answer items 1-11 and items 12-19)

2. Please provide the Web address (if one is available for customer access) of the Applicant.

pronetcommunications.com Refer to Section A-3 of our CC&N of 8/6/01.

3. Please provide the d/b/a name, if doing business other than the Applicant's name listed above, specify: Not applicable

4. Please provide the facsimile number (including area code) of the Company's complaint contact person.

(859)543-1840 Refer to Section A11 of our CC&N of 8/6/01.

Please provide the e-mail address of the Company's complaint contact person.

service@pronetcommunications.com Refer to Section A11 of our CC&N of 8/6/01.

(Note: You are required to inform the Commission of any changes pertaining to the Applicant, dba name, management contact, Attorney and/or Consultant, or the Company's complaint contact person.)

5. When identifying the type of legal entity the Applicant is, please be aware of the following Note:

Corporation please indicate type: "S", x "C", Non-Profit, Arizona, x Foreign

(Note: According to A.R.S. § 40-282 A., "If an Applicant for a Certificate of Convenience and Necessity is a corporation, a certified copy of its Articles of Incorporation shall be filed in the office of the commission before any Certificate of Convenience and Necessity may issue.")

Refer to Section A-5 of our CC&N of 8/6/01.

6. Per your copy of the proposed tariffs submitted by your company:

Please indicate by reference to page numbers the tariff (maximum) rate as well as the price to be charged.

Original Sheet 24, Attachment A, Proposed Interexchange Tariff, Section 4.2 through Section 4.10. We acknowledge that we indicate no maximum rate, therefore our current prices on file will be our current and maximum rates.

(Note: If no maximum rates are indicated, then the current prices on file will be considered current and maximum rates.)

STAFF'S FIRST SET OF DATA REQUESTS TO
PRONET COMMUNICATIONS, INCORPORATED
DOCKET NO. T-04042A-01-0651

Indicate by reference to page number(s) the terms and conditions that will apply to provision of the services(s) by your Company.

Refer to Original Sheet 9, Section 2.1 through 2.8, Attachment A, Proposed Interexchange Tariff.

Indicate by reference to page numbers(s) the deposits, advances, and/or prepayments that will apply to provision of the service(s) by your Company.

Refer to Original Sheet 13, Section 2.7.3, Attachment A, Proposed Interexchange Tariff.

No advances, prepayments or deposits of any kind will be required or collected including no de facto prepayments with regard to pre paid calling cards. The Company will not provide any type of prepaid calling card.

(Note: Price list rate changes that result in rates that are lower than the tariff rate are effective upon concurrent notice to the Commission (see Rule 14-2-1109 (B) (2)). See Rule 14-2-1110 or procedures to make price list changes that result in rates that are higher than the tariff rate.)

7. When answering this item, please be aware of the following Note:

Please indicate if your customer will be required (or have the option) to pay advances, prepayments or deposits for any of your products or services.

Refer to Original Sheet 13, Section 2.7.3, Attachment A, Proposed Interexchange Tariff.

NO. No advances, prepayments or deposits of any kind will be required or collected including no de facto prepayments with regard to pre paid calling cards. The Company will not provide any type of prepaid calling card.

If "yes", provide an explanation of how and when these customer advances, prepayments, or deposits will be applied or reference the terms and conditions section of your company's tariffs (by reference to page number(s) with this explanation. If this information is not explained in the tariff, provide it on a separate sheet.

If "no",

(Note: Commission considers prepaid calling cards de facto prepayments.)

Refer to Original Sheet 13, Section 2.7.3, Attachment A, Proposed Interexchange Tariff.

No advances, prepayments or deposits of any kind will be required or collected including no de facto prepayments with regard to pre paid calling cards. The Company will not provide any type of prepaid calling card.

If at a later date, your company decides it wants to offer or require customer advances, prepayments or deposits, it may be required to submit updated financial statements as part of the tariff amendment process.

8. Please state the proposed fee that will be charged for returned checks.

\$20.00 will be charged for returned checks. Refer to Section 2.7.6.C Attachment A, Proposed Interexchange Tariff.

STAFF'S FIRST SET OF DATA REQUESTS TO
PRONET COMMUNICATIONS, INCORPORATED
DOCKET NO. T-04042A-01-0651

9. Please clarify and indicate by reference to page number(s) in your tariff your Company's deposit policy.

Refer to Original Sheet 13, Section 2.7.3, Attachment A, Proposed Interexchange Tariff.

No advances, prepayments or deposits of any kind will be required or collected including no de facto prepayments with regard to pre paid calling cards. The Company will not provide any type of prepaid calling card.

(Note: Pursuant to A.A.C. R14-2-503 (B), the amount of a deposit required by the utility shall not exceed 2 times that residential customer's estimated average monthly bill or the average monthly bill for the customer class for that customer which ever is greater. Nonresidential customer deposits shall not exceed 2 1/2 times that customer's estimated maximum monthly bill. The term "deposit" refers to all deposits, advance payments and prepayments.)

10. Please submit copies of affidavits of publications that the Company has, as required, published legal notice of the application in all counties where services will be provided. Prior to the issuance of a CC&N, the Applicant is to complete and submit the following:

A correspondence letter. Refer to the Sample Correspondence Letter in the Legal Notice Material;

Included.

Affidavits of publication form. Refer to the Sample Proof of Publication and an Affidavit of Publication in the Legal Notice Material; and

Included.

The actual copy of your Company's published Legal Notice as noted in the Legal Notice Material.

(Note: Use of the Sample Legal Notice For Resold Telecommunications Services to provide resold long distance and/or resold local exchange telecommunications services. Use the Sample Legal Notice for Facilities-Based Telecommunications Services to provide facilities-based and resold local exchange, long distance and access exchange telecommunications services. All material for preparing and filing Legal Notice in the newspapers is available at the end of item number 19)

Included.

11. Based on the review of the financial information submitted, Staff will determine whether or not the Applicant lacks sufficient financial resources.

If Staff determines the Applicant lacks sufficient financial resources, the Applicant must do one of the following:

1. Staff recommends that the Applicant procure a performance bond equal to \$10,000. The minimum bond amount of \$10,000 should be increased if at any time it would be insufficient to cover prepayments or deposits collected from the Applicant's customers. Staff further recommends that proof of the above mentioned performance bond be docketed within 90 days of the effective date of an order in this matter or 30 days prior to the provision of service, which ever comes first. If Applicant is currently providing

STAFF'S FIRST SET OF DATA REQUESTS TO
PRONET COMMUNICATIONS, INCORPORATED
DOCKET NO. T-04042A-01-0651

service, then please docket the performance bond within 71 days of the date of this letter.

(Note: The minimum bond amount for each type of telecommunication services is as follows: resold long distance \$10,000; resold local exchange \$25,000; facilities based long distance \$100,000; and facilities-based local exchange, including access service, \$100,000. The amount of performance bond for multiple services is an aggregate of the minimum bond amount for each type of telecommunications services requested by the Applicant.)

OR

2. The Applicant must file a letter stating that it does not currently, and will not in the future, charge its customers for any prepayments, advances, or deposits. If the Applicant is currently collecting prepayments, advances, or deposits, the Applicant must refund those charges to customers to avoid maintaining the above mentioned performance bond. If in the future, the Applicant desires to charge prepayments, advances, or deposits, it must file information with the Commission that demonstrates the Applicant's financial viability. Staff will review the information and forward its recommendation to the Commission for a Decision.

Included: Letter stating deposit policy.

12. Please indicate if your company is currently reselling long distance telecommunications services in Arizona.

NO. Refer to Section A7(a) of our CC&N of 8/6/01.

If "yes", please provide the date or approximate date you began reselling long distance telecommunications services in Arizona.

Identify the types of long distance telecommunications services you resell.

Refer to Section A7(c) of our CC&N of 8/6/01. This question is **not applicable** as we have not started selling long distance services in Arizona.

Identify whether operator services are provided or resold.

NO. Refer to Section A7(b) of our CC&N of 8/6/01.

Identify whether operator services are provided or resold to traffic aggregators (as defined in A.A.C. Rule R14-2-1001 (3)).

NO. Refer to Section A7(b) of our CC&N of 8/6/01.

Identify the number of customers in Arizona for each type of resold long distance telecommunications service.

0 and Not Applicable. This question is **not applicable** as we have not started selling long distance services in Arizona. Refer to Section A7(b) of our CC&N of 8/6/01.

Identify the total number of long distance intrastate minutes resold in the latest 12-month period for

STAFF'S FIRST SET OF DATA REQUESTS TO
PRONET COMMUNICATIONS, INCORPORATED
DOCKET NO. T-04042A-01-0651

which data is available.

0 and Not Applicable. This question is not applicable as we have not started selling long distance services in Arizona. Refer to Section A7 of our CC&N of 8/6/01.

(Note: Commission rule requires that a separate CC&N issued under Article 10, be obtained in order to provide operator services to traffic aggregators.)

If "no", indicate the date when your Company plans to begin reselling long distance telecommunications services in Arizona.

Upon Effective Date of the Arizona Tariff. Refer to Section A7(c) of our CC&N of 8/6/01.

13. Please list the states in which you have applied for authority to offer resold long distance telecommunications services.

Kentucky, Arizona, Indiana, Michigan, and Utah.

14. Please indicate the resold long distance telecommunications services you applied for in each state.

In each state we have applied for Toll long distance, 800 service and non-prepaid, non-deposit calling cards.

15. Please list the states in which you have been approved to offer resold long distance telecommunications services similar to those you intend to resell in Arizona.

Refer to Section A10(b) of our CC&N of 8/6/01.

Kentucky, Indiana, Michigan, and Utah.

16. Please list the states in which you currently offer resold long distance telecommunications services similar to those you intend to resell in Arizona.

Refer to Section A10(a) of our CC&N of 8/6/01.

Kentucky, Indiana, Michigan, and Utah.

17. Please list and give a detailed explanation of complaints you have received (if any) regarding resold long distance telecommunications services offered in other states.

NONE.

18. Please list the companies with which you have signed resale agreements for long distance service, along with the states in which they were approved.

Global Crossing Bandwidth, Inc., which is approved in all states.

August 23, 2001
Page 8

STAFF'S FIRST SET OF DATA REQUESTS TO
PRONET COMMUNICATIONS, INCORPORATED
DOCKET NO. T-04042A-01-0651

19. Please provide us with a copy of the resale agreement or contract between your company and the applicable local exchange service provider. All applications for resold long distance telecommunications services must include a resale agreement or contract as Attachment "F".

Not Applicable. We have not signed any resale agreements with any local exchange service provider.

October 3, 2001

To: Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

Re: Docket NO. T-04042A-01-0651
Application of ProNet Communications, Incorporated for a
Certificate of Convenience and Necessity

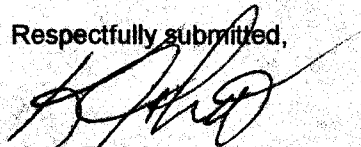
Dear Sir or Madam:

Submitted herewith for filing, on behalf of ProNet Communications, Incorporated are an original and ten (10) copies of a notarized affidavit attesting that ProNet Communications, Incorporated has filed the required public notice of its Application for a Certificate of Convenience and Necessity in *The Arizona Republic* newspaper on September 4, 2001.

Enclosed is an additional copy of its transmittal letter and affidavit. Please stamp the additional copy and return them to us in the enclosed stamped, self-addressed envelope as an acknowledgment of receipt.

Please direct any questions regarding this matter to the undersigned.

Respectfully submitted,



Keith D. Johnston
Chief Executive Officer

PROOF OF PUBLICATION

BEFORE THE ARIZONA CORPORATION COMMISSION

WILLIAM A. MUNDELL
CHAIRMAN
JAMES M. IRVIN
COMMISSIONER
MARC SPITZER
COMMISSIONER

IN THE MATTER OF THE APPLICATION
AND PETITION OF PRONET COMMUNICATIONS,
INCORPORATED FOR A CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE
COMPETITIVE INTRASTATE
TELECOMMUNICATIONS SERVICES

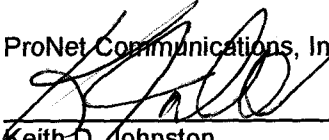
DOCKET NO. T-04042A-01-0651

NOTICE OF FILING OF
AFFIDAVITS OF PUBLICATIONS

ProNet Communications, Incorporated hereby submits copies of the affidavits of publication for *The Arizona Republic* in verification that ProNet Communications, Incorporated public notice in this matter was published in each of these newspapers on the date specified.

RESPECTFULLY SUBMITTED this 5th day of October, 2001

ProNet Communications, Incorporated



Keith D. Johnston
Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

THE ARIZONA REPUBLIC

**NOTICE OF APPLICATION
FOR A CERTIFICATE OF
CONVENIENCE AND NE-
CESSITY TO PROVIDE COM-
MUNICATIONS SERVICES
BY PRONET
COMMUNICATIONS INCOR-
PORATED**

Pronet Communications, Incorporated ("Applicant") has filed with the Arizona Corporation Commission ("Commission") an application for a Certificate of Convenience and Necessity ("Certificate") to provide competitive resold interchange telecommunications services in the State of Arizona. Applicant will be required by the Commission to provide this service under the rates and charges and terms and conditions established by the Commission.

A.R.S. § 40-282 provides that the Commission may act on an application for a Certificate to provide resold telecommunications services without a hearing, or with a hearing if one is requested by any party. Applicant or any other party must request a hearing within 20 days of the date of this notice, or the Commission will rule on the application without a hearing.

The application, report of the Commission's Utilities Division Staff, and any written exceptions to the Staff report prepared by the applicant are available for inspection during regular business hours at the offices of the Commission located at 1200 West Washington Street, Phoenix, Arizona 85007, and at Applicant, 5200 Blazer Parkway, Suite 201, Lexington, Kentucky 40509.

Under appropriate circumstances, interested parties may intervene in the proceedings, and participate as a party. Intervention shall be in accordance with the A.R.C. § 14-105, except that all motions to intervene must be filed on or within twenty (20) days of the date of this notice. You may have the right to intervene in the proceedings, or you may make a statement for the record. If you have any comments, mail them to:

The Arizona Corporation Commission Attention Docket Control
Re: Pronet

Communications Incorporated
Docket No. 1-0042A-01-001
1200 West Washington Street
Phoenix, Arizona 85007

All Comments should be received within twenty (20) days of the date of this notice.

If you have any questions about this application or have any objections to its approval, you may contact Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, Arizona 85007 or call 1-800-222-7000.

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request reasonable accommodations such as sign language interpreter, as well as request this document in an alternative format, by contacting Shelly Hood, ADA Coordinator, voice phone number (602) 542-3931, E-mail: shhood@cc.state.az.us. Requests should be made as early as possible to allow time to arrange accommodation.
01646- September 4, 2001

STATE OF ARIZONA
COUNTY OF MARICOPA } SS.

TOM BIANCO, being first duly sworn, upon oath deposes and says: That he is the legal advertising manager of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

September 04, 2001

[Signature]

Sworn to before me this
5TH day of
September A.D. 2001



[Signature: Marilyn Greenwood]
Notary Public

October 3, 2001

To: Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

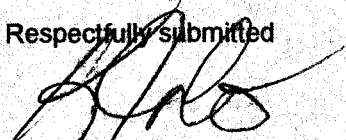
Re: Docket NO. T-04042A-01-0651
Application of ProNet Communications, Incorporated for a
Certificate of Convenience and Necessity

Statement of Not Accepting Deposits
Item 11, Section 2 of Staff's First Set of Data Requests

Dear Sir or Madame:

As stated on Original Sheet 13, Section 2.7.3. of our proposed tariff, Attachment "B" of the Application and Petition for Certificate of Convenience and Necessity to Provide Intrastate Interexchange Services as a Re-seller, we currently do not and will not in the future charge our customers for any prepayments, advances or deposits. If in the future, we desire to charge prepayments, advances, or deposits, we will file information with the Commission that demonstrates the Applicant's financial viability.

Respectfully submitted



Keith D. Johnston
Chief Executive Officer

ProNet Communications, Incorporated

***Application and Petition for
Certificate of Convenience and Necessity
To Provide Intrastate Interexchange Services as a
Reseller***

Docket No. T-04042A-01-0651

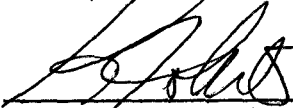
ARIZONA CORPORATION COMMISSION

COMPETITIVE TELECOMMUNICATIONS SERVICES REQUESTED

Please check all of the telecommunications services for which you are requesting certification

- ☐ Facilities-based local exchange services
- ☐ Facilities-based interexchange services
- ☐ Resold local exchange services
- ☒ Resold interexchange services
- ☐ Access services provided to other telecommunications companies

I certify that to the best of my knowledge, the information provided above is true and correct.



Signature of Authorized Representative

Oct 3, 2001

Date

Keith D. Johnston, ProNet Communications, Incorporated

Chief Executive Officer

Print Name of Authorized Representative

Title

FORM B

ARIZONA CORPORATION COMMISSION

Application and Petition for Certificate of Convenience and Necessity to Provide
Intrastate Interexchange Services as a Reseller

Mail original plus 10 copies of completed application to:

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

If you have current applications pending in Arizona as
an Interexchange reseller, AOS provider, or as the
provider of other telecommunication services.

Type of Service: Resold Long Distance Service
Docket No.: T-04042A-01-0651 Date: August 13, 2001

Type of Service: _____
Docket No.: _____ Date: _____

For Docket Control Only:
(Please Stamp Here)

Docket No. _____

Date Docketed _____

A. Company and Telecommunications Service Information

(A-1) The name, address, and telephone number (including area code) of the Applicant:

ProNet Communications, Incorporated, 3290 Blazer Parkway, Suite 201, Lexington, KY 40509 859-543-2296

(A-2) If doing business (d/b/a) under a name other than the Applicant's name listed above, specify:

(A-3) The name, address, telephone number, facsimile number, and Email address of the management contact:

Keith D. Johnston, Chief Executive Officer, ProNet Communications, Incorporated
3290 Blazer Parkway, Suite 201 WEB SITE pronetcommunications.com

Lexington, KY 40509 Tel: 859-543-2296 Fax: 859-543-1820 Email: kj@pronetcommunications.com

- (A-4) The name, address, telephone number, facsimile number, and Email address of the Attorney and/or Consultant, if any, representing the Applicant:

Not Applicable

- (A-5) What type of legal entity is the Applicant?

Sole proprietorship

Partnership: ___ limited, ___ general, ___ Arizona, ___ Foreign

Limited liability company

Corporation: ___ "S", ___ "C", ☒ non-profit, ___ Arizona, ___ Foreign ☒

Other, specify:

- (A-6) Include Attachment "A". Attachment "A" must include a copy of the Applicant's authority to transact business in the State of Arizona, as well as a list of the names of all owners, partners, limited liability company managers, or corporation officers and directors (specify), and indicate percentages of ownership.

See Attachment A

- (A-7) (a) Is your company currently reselling telecommunication services in Arizona? If "yes", provide the date or the approximate date that you began reselling service in Arizona. **No**
- (b) If the answer to question (a) is "yes", identify the types of telecommunications services you resell; whether operator services are provided or resold and whether they are provided or resold to traffic aggregators (as defined in A.A.C. Rule R14-2-1001(3), a copy of which is attached) (there is no copy of this attached); the number of customers in Arizona for each type of service; and the total number of intrastate minutes resold in the latest 12 month period for which data is available. Note: The Commission rules require that a separate CC&N, issued under Article 10, be obtained in order to provide operator services to traffic aggregators. **No**
- (c) If the answer to question (a) is "no", when does your company plan to begin reselling service in Arizona?
Upon Effective Date of Arizona Tariff.

- (A-8) Include Attachment "B." Attachment "B", your proposed tariff, must include proposed rates and charges for each service to be provided. State the tariff (maximum) rate as well as the price to be charged, and state other terms and conditions, including deposits, that will apply to provision of the service(s) by your company.

See Attachment B

The Arizona Corporation Commission provides pricing flexibility by allowing competitive telecommunications service companies to price their services at levels equal to or below the tariff (maximum) rates. The prices to be charged by the company are filed with the Commission in the form of price lists.

Note: Price list rate changes that result in rates that are lower than the tariff rate are effective upon concurrent notice to the Commission (see Rule R14-2-1109 (B)(2)). See Rule R14-2-1110 for procedures to make price list changes that result in rates that are higher than the tariff rate.

(A-9) The geographic market to be served is:

Statewide. **X**

Other. Describe the area.

(A-10)

(a) List the states in which you currently offer services similar to those you intend to resell in Arizona. Kentucky, Indiana, Michigan, Utah

(b) List the states in which you have been approved to offer services similar to those you intend to resell in Arizona.

Kentucky, Indiana, Michigan, Utah

(A-11) Provide the name, address, and telephone number of the company's complaint contact person.

Brian House, Customer Service
3290 Blazer Parkway, Suite 201
Lexington, KY 40509 Tel: (866) 2PRONET (866) 277-6638

E-mail: service@pronetcommunications.com

(A-12) Provide a list of states in which you have sought authority to resell telecommunications services and were either granted the authority with major changes and conditions, or had grant your application for those services denied. For each state listed, provide a copy of the Commission's decision modifying or denying your application for authority to provide telecommunications services.

None

(A-13) Has the company been granted authority to provide or resell telecommunications services in any state where subsequently the authority was revoked? If "yes", provide copies of the State Regulatory Commission's decision revoking its authority.

No

(A-14) Has the company been or is the company currently involved in any formal complaint proceedings before any State or Federal Regulatory Commission? If "yes", in which states is the company involved in proceedings and what is the substance of these complaints? Also, provide copies of Commission orders that have resolved any of these complaints.

No

(A-15) Has the Applicant been involved in any civil or criminal investigations related to the delivery of telecommunications services within the last five years? If "yes", in which states has the Applicant been involved in investigations and why is the Applicant being investigated?

No

(A-16) Has the Applicant had judgment entered against it in any civil matter or been convicted of criminal acts related to the delivery of telecommunications services within the last five years? If yes, list the states where judgment or conviction was entered and provide a copy of the court order.

No

B. Technical Information

- (B-1) If your company is a **switchless** reseller, provide the name of the company or companies whose services you resell and skip to question (B-2). If you are not a switchless reseller, complete the remainder of this section.

Global Crossings Bandwidth Inc.

Include Attachment "C". Attachment C should provide the following information: A diagram of the Applicant's basic call network used to complete Arizona intrastate telecommunications traffic. This diagram should show how a typical call is routed in both its originating and terminating ends (i.e. show the access network and call completion network).

Also include on the diagram the carrier(s) used for each major network component and indicate if the carrier is facilities-based or not. If the carrier is not facilities-based, indicate who owns the facilities (within the State of Arizona) that are used to originate and terminate the Applicant's intrastate telecommunications traffic (i.e. provide a list of the Arizona facilities-based long distance carriers whose facilities are used to complete the Applicant's intrastate traffic).

- (B-2) Will your customers be able to access alternative toll service providers or resellers via 1+ or 101XXXX access, if your system becomes non-operational?

Yes

C. Financial Information

- (C-1) Include Attachment "D" which must include a copy of your Company's balance sheet, income statement, audit report (if audited), and all related notes to these financial statements for the two most recent years your Company has been in business.

Not Applicable

- (C-2) If your Company does not have financial statements for the two most recent years, please give the date your Company began operations.

Our Company began operation May 22, 2001.

- (C-3) If the balance sheets you submit do not have retained earnings accounts, please provide this account information on a separate sheet.

Not Applicable

- (C-4) If your Company is a subsidiary, please provide your Parent Company's financial statements, in addition to your Company's financial statements.

Not Applicable. ProNet Communications is not a subsidiary of any Parent company.


- (C-5) If your Company intends to rely on the financial resources of its Parent Company, please provide a written statement from your Parent Company attesting that it will provide complete financial backing if your Company experiences a net loss or a business failure. This statement should also affirm that it will guarantee re-payment of customers' advances, prepayments, or deposits held by your Company if, for some reason, your Company cannot provide service or repay the deposits. Not Applicable

(C-6) Will your customers be required to (or have the option to) pay advances, prepayments, or deposits for any of your products or services?

YES ____ (If "yes", provide an explanation of how and when these customer advances, prepayments, or deposits will be applied or reference the terms and conditions section of your Company's tariffs with this explanation. If this information is not explained in the tariff of this application, please provide it on a separate sheet.)

NO X (Note: If at a later date, your Company decides it wants to offer or require customer advances, prepayments, or deposits, it may be required to submit updated financial statements as part of the tariff amendment process.)

I certify that if the Applicant is an Arizona corporation, a current copy of the Articles of Incorporation is on file with the Arizona Corporation Commission and the Applicant holds a Certificate of Good Standing from the Commission. If the company is a foreign corporation or partnership, I certify that the company has authority to transact business in Arizona. I certify that all appropriate city, county, and/or State agency approvals have been obtained. Upon signing of this application, I attest that I have read the Commission's rules and regulations relating to the regulations of telecommunications services (A.A.C. Title 14, Chapter 2, Article 11) and that the company will abide by Arizona State Law including the Arizona Corporation Commission Rules and Regulations. I agree that the Commission's rules apply in the event there is a conflict between those rules and the company's tariff, unless otherwise ordered by the Commission. I certify that to the best of my knowledge the information provided in this Application and Petition is true and correct.



(Signature of Authorized Representative)

10-9-01

(Date)

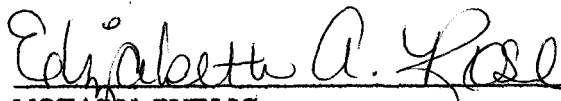
Keith D. Johnston

(Print Name of Authorized Representative)

Chief Operating Officer

(Title)

SUBSCRIBED AND SWORN to before me this 9th day of October, 2001



NOTARY PUBLIC

My Commission Expires 10/23/04

ATTACHMENT A

ARIZONA CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS,
CERTIFICATE OF GOOD STANDING
GRANTED BY THE STATE OF ARIZONA

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****PRONET COMMUNICATIONS, INCORPORATED*****

a foreign corporation organized under the laws of Kentucky did obtain authority to transact business in the state of Arizona on the 27th day of July 2001.

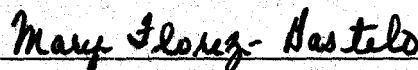
I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation has not had its authority revoked for failure to comply with the provisions of the Arizona Business Corporation Act; that its most recent Annual Report, subject to the provisions of A.R.S. 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed an Application for Withdrawal as of the date of this certificate.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 2nd Day of August, 2001, A. D.




EXECUTIVE SECRETARY

BY: 

CORPORATION OFFICERS AND DIRECTORS

Name	Title	Address	% of Ownership
Keith Johnston	President	3290 Blazer Parkway Suite 201 Lexington, KY 40509	100%
Coral Johnston	Vice President Treasurer	3290 Blazer Parkway Suite 201 Lexington, KY 40509	
Brian House	Secretary	3290 Blazer Parkway Suite 201 Lexington, KY 40509	

ATTACHMENT B

PROPOSED INTEREXCHANGE TARIFF

ProNet Communications, Incorporated

OF

Lexington, Kentucky

Rates, Rules and Regulations for Furnishing

Resale of Interexchange Telecommunication Services

Throughout the Entire State of Arizona

Filed with
ARIZONA CORPORATION COMMISSION
UTILITIES DIVISION

ISSUED: August 6, 2001

EFFECTIVE:

ISSUED BY: ProNet Communications, Incorporated
BY: Keith D. Johnston, Chief Executive Officer

Interexchange Service**CHECK SHEET**

All sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

<u>Sheet</u>	<u>Revision</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original
25	Original
26	Original

ISSUED: August 6, 2001**EFFECTIVE:**

ISSUED BY: Keith D. Johnston, Chief Executive Officer
ProNet Communications, Incorporated
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

Interexchange Service

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Interexchange Service

SYMBOLS

The following are the only symbols used for the purposes indicated below:

- D - Delete or Discontinue
- I - Change Resulting In An Increase Of Rates
- M - Moved From Another Tariff Location
- N - New Material
- R - Change Resulting In Reduction of Rates
- T - Change in Text or Regulation But No Change In Rate or Charge

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Interexchange Service

TARIFF FORMAT

- A. Sheet Numbering – Sheet numbers appear in the upper-right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff.
- B. Sheet Revision Numbers – Revision numbers also appear in the upper-right corner of the sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, 4th Revised sheet 14 cancels 3rd Revised Sheet 14.
- C. Paragraph Numbering Sequence – There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level of coding.
- 2.
 - 2.1.
 - 2.1.1
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a)
 - 2.1.1.A.1.(a).I.
 - 2.1.1.A.1.(a).I.(i)
 - 2.1.1.A.1.(a).I.(i),(1)
- D. Check Sheets – When a tariff filing is made with the Commission, an updated check sheet accompanies the tariff filing. The check sheet lists the sheet contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current sheet on file with the Commission.

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Interexchange Service

SECTION 1 – DEFINITIONS AND ABBREVIATIONS

1.1 Definitions:

Application for Service – A standard order form which includes all pertinent billing, technical, and other descriptive information which will enable the carrier to provide the communication service as required.

Authorized User – A person, firm, corporation, or other entity authorized by customer to receive or send communications.

Busy Hour – The two consecutive half hours during which the greatest volume of traffic is handled.

Cancellation of Order – A customer-initiated request to discontinue processing a service order, either in part or in its entirety, prior to its completion.

Carrier – ProNet Communications, Incorporated or ProNet Communications, Inc., unless otherwise specifically state otherwise.

Company – ProNet Communications, Incorporated or ProNet Communications, Inc., also referred to as "Carrier."

Completed Calls – Completed calls are calls answered on the distance end. In the event a customer is changed for an incomplete call, the Company will issue a credit to the customer upon request.

Customer – The person, firm, corporation, or other entity which orders or uses service and is responsible by law for payment for communication service from the telephone utility.

Customer Provided Equipment – Terminal equipment provided by a customer.

Day Rate Period – 8:00 a.m. to 4:59 p.m., Monday through Friday.

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Interexchange Service

1.1 Definitions: (continued)

Disconnect – The disabling of circuitry preventing outgoing and incoming toll communication service provided by Carrier.

Due Date – The last day for payment without unpaid accounts being subject to a late payment charge.

Evening Rate Period – 5:00 p.m. to 10:59 p.m., Sunday through Friday.

Holidays – Carrier's recognized holidays are New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

Interexchange Utility – A utility, resale carrier or other entity that provides intrastate telecommunications services and facilities between exchanges within the state without regard to how such traffic is carried. A local exchange utility that provides exchange service may also be considered an interexchange utility.

Local Distribution Area (LDA) - Metropolitan locations served by Carrier which have been defined by the telephone company providing local service in its local exchange tariff as "local calling area."

Measured Use Service – The provision of long distance measured time communications telephone service to customers who access the carrier's services at its switching and call processing equipment by means of access facilities obtained from another carrier by customer or otherwise provided at its own expense (the customer is responsible for arranging for the access line.)

Message – A completed telephone call by a customer or user.

Network Terminal – Any location where carrier provides services described herein.

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Interexchange Service

1.1 Definitions: (continued)

Night/Weekend Rate Period – 11:00 p.m. to 7:59 a.m., every day; 8:00 a.m. to 10:59 p.m. Saturday; and 8:00 a.m. to 4:59 p.m. Sunday.

Normal Business Hours – 8:00 a.m. to 5:00 p.m., Monday through Friday, excluding holidays.

Presubscribed Interexchange Charge (PICC) - charge the local exchange company assesses the Long distance company when a consumer picks it as his or her long distance company.

Premises – The space occupied by an individual customer in a building, in adjoining buildings occupied entirely by that customer, or on contiguous property occupied by the customer separated only by a public thoroughfare, a railroad right of way or a natural barrier.

Terminal Equipment – All telephone instruments, including pay telephone equipment, the common equipment of large and small key and PBX systems and other devices and apparatus, and associated wiring, which are intended to be connected electrically, acoustically or inductively to the telecommunications system of the telephone utility.

1.2 Abbreviations:

IXC – Interexchange Carrier

LATA – Local Access Transport Area

LDA – Local Distribution Area

LEC – Local Exchange Carrier

MTS – Message Toll Service

PBX – Private Branch Exchange

PICC – Prescribed Interexchange Charge

V&H – Vertical and Horizontal

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Interexchange Service

Section 2 – Rules and Regulations

2.1 Carrier Undertaking

Carrier provides long distance message toll telephone service to customers for their direct transmission of voice, data and other types of telecommunications.

Communications originate when the customer accesses Carrier directly or through the facilities of the local service carrier via one or more access lines, equal access or on a dial-up basis. Carrier may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Carrier network. The customer shall be responsible for all charges due for such service arrangements.

The Company's services are provided on a monthly basis unless otherwise stated in this tariff, and are available twenty-four (24) hours per day, seven (7) days per week.

2.2 Limitations on Service

2.2.1 Service is offered subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.

2.2.2 Carrier reserves the right to discontinue furnishing service upon written notice, when necessitated by conditions beyond its control or when the customer is using the service in violation of the provisions of this tariff or in violation of the law.

2.2.3. Title to any equipment provided by Carrier under these regulations remains with the Carrier. Prior written permission from the company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to any such assignee or transferee.

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Interexchange Service

2.3 Use of Service

Service may not be used for any unlawful purposes.

The minimum period for service is one month (30 days), unless otherwise noted in the customer's service agreement.

2.4. Limitation of Liability

2.4.1 The liability of the carrier for damages arising out of mistakes, omissions, interruptions, delays , errors or defects in transmission occurring in the course of furnishing service or other facilities and not caused by the negligence of the customer, commences upon activation of service and in no event exceeding an amount equivalent to the proportionate charge to the customer for the period of service during which the mistake, omission, interruption, delay, error or defect in transmission occurred. For the purpose of computing such amount, a month is considered to have 30 days.

2.4.2 The carrier is not liable for any act or omission of any other company or companies furnishing a portion of the service.

2.4.3 Carrier shall be indemnified and held harmless by the customer against all other claims arising out of any act or omission of the customer in connection with any service provided by the carrier.

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Interexchange Service

2.4 Limitation of Liability (continued)

- 2.4.4** The carrier shall not be liable for and the customer indemnifies and holds the carrier harmless from any and all loss claims, demands, suits, or other action or liability whatsoever, whether suffered, made, instituted or asserted by the customer or by any other party or persons, for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of the customer or others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of the equipment or wiring provided by the carrier where such installation, operation, failure to operate, maintenance, condition, location or use is not the direct result of the carrier's negligence. No agents or employees of other carriers shall be deemed to be agents or employees of the carrier.

2.5 Interruption of Service

A credit allowance for interruptions of service which are not due to Carrier's testing or adjusting, to the negligence of the customer, or to the failure of the channels, equipment, and/or communications systems provided by the customer, are subject to the general liability provisions set forth herein. It shall be the obligation of the customer to notify Carrier of any interruption in service. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by or within the customer's control and is not in wiring or equipment connected to the Carrier terminal.

2.6 Restoration of Service

The use and restoration of service in emergencies shall be in accordance with the Part 64, Subpart D of the Federal Communications Rules and Regulations which specifies the priority system for such activities.

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Interexchange Service

2.7 Customer Responsibility

2.7.1 All customers assume general responsibilities in connection with the provisions and use of Carrier's service. When facilities, equipment, and/or communications systems provided by others are connected to Carrier's facilities, the customer assumes additional responsibilities. The customers are responsible for the following:

- A. The customer is responsible for placing orders for service, paying all charges for service rendered by Carrier and complying with all of Carrier's regulations governing the service. The customer is also responsible for assuring that its users comply with regulations.
- B. When placing an order for service, the customer must provide:
 - 1. The name(s) and address(es) of the persons(s) responsible for the payment of service charges.
 - 2. The name(s), telephone number(s) and address(es) of the customer contact person(s).

2.7.2 Maintenance, Testing and Adjustment

Upon reasonable notice, the equipment provided by Carrier shall be made available to Carrier for such tests and adjustments as may be necessary to maintain them in satisfactory condition. No interruption allowance will be granted for the time during which such tests and adjustments are made.

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ProNet Communications, Incorporated
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Interexchange Service

2.7.3 Deposits

No deposits, prepayments, or advances of any form are collected by Carrier. No pre-paid calling cards, considered by the Arizona Corporation Commission a de factor pre payment, will be sold or offered in any form.

2.7.4 Credit Allowance

Credit for failure of service or equipment will be allowed only when failure is caused or occurs in equipment owned, provided and billed for, by Carrier.

- A. Credit allowances for failure of service or equipment starts when the customer notifies Carrier of the failure or when Carrier becomes aware of the failure and ceases when the operation has been made to notify the customer.
- B. The customer shall notify Carrier of failures of service or equipment and make reasonable attempts to ascertain that the failure is not caused by customer provided facilities, any act, or omission of the customer or in wiring or equipment connected to the terminal.

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Interexchange Service

2.7.4 Credit Allowance

C. Only those portions of the service or equipment operation disabled will be credited. No credit allowances will be made for:

1. Interruptions of service resulting from Carrier performing routine maintenance;
2. Interruptions of service for implementation of a customer order for a change in the service;
3. Interruption caused by the negligence of the customer or his authorized user;
4. Interruptions of service because of the failure of service or equipment due to customer or authorized user provided facilities.

2.7.5 Cancellation by Customer

If a customer orders services requiring special equipment and/or facilities dedicated to the customer's use and then cancels his order before the service begins, a charge will be made to the customer for the non-recoverable portions of expenditures or liabilities incurred expressly on behalf of the customer by Carrier and not fully reimbursed by installation and monthly charges. If, based on such an order, any construction has either begun or been completed, but no such services provided, the non-recoverable cost of such construction shall be borne by the customer.

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Interexchange Service

2.7.6 Payment and Billing

- A. Services are provided and billed on a monthly basis. Each customer bill will set forth the company's name, address and toll free Customer Service telephone number which is available 24 hours per day.
- B. Payment is due upon receipt, but will be considered timely if paid within 20 days after the bill is rendered. The bill shall be considered rendered when deposited in the U.S. mail with postage prepaid.
- C. In the event of a returned check a fee of \$20.00 will be assessed the customer.
- D. In the event of a dispute concerning a bill, Customer must pay a sum equal to the amount of the undisputed portion of the bill and proceed with complaint procedures set forth in this tariff.
- E. The customer is responsible for payment of all charges for service furnished to the customer under this tariff. Charges are bypassed on actual usage during a month will be billed monthly in arrears.
- F. Customer is responsible for payment of any state and local taxes (i.e. gross receipts tax, sales tax, municipal utilities tax) which will be listed as separate line items and which are not included in the quoted rates.
- G. In accordance with (KENTUCKY) KAR 5:006 Section 8 (3)(h), Customers failing to pay a bill for services by the due date will be charged a one-time late payment penalty on the amount owed for such services. Any payment received by the customer will first be applied to the bill for services rendered.

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Interexchange Service

2.7.7 Application of Charges

The charges for service are those charges in effect during the period in which service was furnished.

2.7.8 Customer Complaint Procedure

Carrier will resolve any disputes brought to its attention as promptly and effectively as possible. Customer Service Representatives can be reached by dialing the toll free number set forth on all bills. (Toll Free: 1-866-2PRONET)

Any unresolved disputes may be directed to the attention of the Commission.

In the event of a dispute concerning an invoice, the customer must pay a sum equal to the amount of the undisputed portion of the bill and notify the company of the disputed portion.

2.8 Carrier Responsibility

2.8.1 Calculation of Credit Allowance

Pursuant to limitations set forth herein, when service is interrupted the credit allowance will be computed on the following basis:

- A. No credit shall be allowed for an interruption of less than two hours.
- B. When a minimum usage charge is applicable and the customer fails to meet a usage minimum credit, the outage shall be applied against that minimum equal to the 1/360th of the monthly minimum charges associated with the portion of service disabled for each period of two hours or major fraction thereof that the interruption continues beyond two hours.
- C. Carrier will try its best to resolve any disputes properly brought to its attention. Unresolved disputes may be directed to the attention of the Commission.

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Interexchange Service

2.8.2 Cancellation of Credit

Where Carrier cancels a service or the provision of equipment and the final service period is less than the monthly billing period, a credit will be issued for any amounts billed in advance, prorated at 1/30th of the monthly recurring charge for each day the service was rendered or the equipment was provided. This credit will be issued to the customer or applied against the balance remaining on the customer's account.

2.8.3 Disconnection of Service by Carrier

Carrier, upon 10 days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- A. Non-payment of any sum due to Carrier for service for more than thirty days beyond the date of rendition of the bill for such service;
- B. A violation of any regulation governing the service under this tariff,
- C. A violation of any law, rule, or regulation of any government authority having jurisdiction over the service; or
- D. Carrier is prohibited from furnishing services by order of a court or other government authority having jurisdiction.
- E. Carrier may immediately terminate service, without notice if a dangerous condition exist which could subject a person to imminent harm.

2.8.4 Fractional Monthly Charges

Charges for a fractional part of a month are calculated by counting the number of days in the billing period service was discontinued. Divide the number of days by thirty days and then multiply by the monthly charge

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ISSUED BY:	Keith D. Johnston, Chief Executive Officer ProNet Communications, Incorporated 3290 Blazer Parkway, Suite 201 Lexington, KY 40509	

Interexchange Service

SECTION 3 – DESCRIPTION OF SERVICE AND RATES

3.1 Timing of Calls

The customer's monthly usage charges for Carrier service are based upon the total number of minutes the customer uses and service options subscribed to. Chargeable time begins when the connection is established between the calling station and the called station or PBX. Chargeable time ends when the either party hangs up.

There are no charges incurred if a call is not completed.

3.2 Start of Billing

The Start of Service dates is the first day which service is actually provided to the customer. The End of Service date is the last day or any portion thereof that service is provided to the customer.

3.3 Interconnection

Services furnished by Carrier may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Carrier. Service furnished by Carrier is not part of a joint undertaking with such other carriers. Any special interface equipment of Carrier and other participating carriers shall be provided at the customer's expense.

The customer is responsible for taking all necessary legal steps for interconnecting his customer-provided terminal equipment or communications systems with Carrier's. The customer shall secure all licenses, permits, right of ways and other arrangements necessary for such interconnection.

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Interexchange Service

3.4 Terminal Equipment

Carrier's service may be used with or terminated in customer provided terminal equipment or customer provided communication systems, such as teleprinters, handsets, or data sets. Such terminal equipment will be furnished and maintained at the expense of the providing customer, except as otherwise agreed in advance and in writing. The customer is responsible for all costs at their premises, including personnel, wiring, electrical power, and the like incurred in the use of Carrier's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry.

3.5 Calculation of Distance

Usage charges are generally flat rated. However if a rate is based on the airline mileage between points, the calculations are made as follows:

The airline mileage between rate centers is determined by; applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The company uses the rate centers and associated vertical and horizontal coordinates defined by AT&T in its FCC tariff No. 10.

Formula:
$$\frac{1}{V} \sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

ISSUED: August 6, 2001**EFFECTIVE:**

ISSUED BY: Keith D. Johnston, Chief Executive Officer
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Interexchange Service

3.6 Minimum Call Completion Rate

The customer can expect a call completion rate of 99% of calls attempted during peak use periods for all Feature Group D (1+) services.

3.7 Special Services

For the purpose of this tariff, a Special Service is deemed to be any service requested by the customer for which there is no prescribed rate in this tariff. Special Services charges will be developed on an individual case basis and submitted to the Commission for prior approval.

Special Service charges will be based on the cost of furnishing such services including the cost of operating and maintaining such a service, the cost of equipment and materials used in providing such a service, the cost of installation including engineering, labor supervision, transportation, and the cost of any other specific item associated with the particular Special Service request.

3.8 Service Offerings

The Company provides the following services:

3.8.1 Message Toll Service (MTS)

Dialing is achieved by customer's telephone lines being programmed by the local telephone company (LEC) to automatically route 1+ calls to the Company's network.

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3.8.2 Inbound 800/888 Service

Inbound 800/888 Service is flat rate inbound toll service which permits calls to be completed at the subscriber's location without charge to the calling party. Access to the service is gained by dialing a ten digit telephone number which terminates at the customer's location. Inbound 800/888 services originate via normal shared use facilities and are terminated via the customers' local exchange service access line.

Carrier will accept a prospective Inbound 800/888 service customer's request for up to (10) 800/888 telephone numbers and will reserve such number(s) on a first come first serve basis. All requests for 800/888 number reservations must be made in writing, dated and signed by a responsible representative of the customer. Carrier does not guarantee the availability of number(s) until assigned. The 800/888 services telephone numbers(s) so requested, if found to be available, will be reserved for and furnished to the eligible customer.

If a customer who has received a number does not subscribe to Inbound 800/888 service within 90 days, the company reserves the right to make the assigned number available for use by another customer.

3.7.3 Travel Card Service

Allows subscribers who are away from home or office to place calls by gaining access to the Carrier's network via a toll free telephone number and personal identification number (PIN) issued by the Company.

ISSUED: August 6, 2001

EFFECTIVE:

ISSUED BY: Keith D. Johnston, Chief Executive Officer
ProNet Communications, Incorporated
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

Interexchange Service

3.7.4 Directory Assistance

The local exchange company directory assistance will not be billed by Carrier.

3.7.5 Operator Service

The local exchange company operator service will not be billed by Carrier.

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Interexchange Service

SECTION 4 – RATES AND CHARGES

4.1 Usage Charges and Billing Increments

4.1.1 Usage Charges

Unless flat rated, usage charges are determined by the time of day rate periods and minutes of use within each rate period. The rate period is determined by the time and day of call origination at the customer's location.

4.1.2 Billing Increments

Usage is billed in accordance with the billing increments set forth in the individual product rate sections of this tariff. All partial usage will be rounded up to the next highest applicable billing increment.

4.1.3 Rounding

All calls are rounded to the next highest billing interval. Any partial cents per call will be rounded up to the next highest whole cent.

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4.2 Arizona Residential Outbound and Inbound Service The following two programs allow the Customer to choose between two calling plans based on the frequency of their inter-state or intra-state calls.

4.2.1 ProNet In State Super Saver Rate

\$0.1490 per minute. (Carries an inter-state rate of \$0.0590)

Billed in 6 second increments after the first eighteen (30) seconds.

Monthly Recurring Charge: \$3.95 per month.

4.2.2 ProNet State to State Super Saver

\$0.1590 per minute (Carries an interstate rate of \$0.0459)

Billed in 6 second increments after the first eighteen (30) seconds.

Monthly Recurring Charge: \$3.95 per month.

4.3. Arizona Business Outbound and Inbound Service

4.2.1 ProNet In State Super Saver Rate

\$0.1490 per minute. (Carries an inter-state rate of \$0.0590)

Billed in 6 second increments after the first eighteen (30) seconds.

Monthly Recurring Charge: \$3.95 per month.

4.2.2 ProNet State to State Super Saver

\$0.1590 per minute (Carries an interstate rate of \$0.0459)

Billed in 6 second increments after the first eighteen (30) seconds.

Monthly Recurring Charge: \$3.95 per month.

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4.4 Travel Card Rates

\$0.1290 per minute

Billed in 6 second increments after the first eighteen (18) seconds.

Payphone Surcharge: See Section 4.10 below

4.5 Returned Check Charge

Any customer issuing Carrier check(s) returned to Carrier will be charged \$20.00 per check.

4.6 Special Promotions

Carrier may from time to time offer special promotions to customers upon prior Commission approval of such promotion.

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4.8 Presubscribed Interexchange Carrier Charge (PICC)

A monthly Federal PICC shall be charged to each telephone number that is presubscribed to carrier per the following:

Primary residential line	\$1.04/line
Additional or secondary residential line	\$2.53/line
Single line business line	\$1.04/line
Multi-line business line	\$4.31/line

4.9 Universal Service Fund Charge

A monthly Federal Universal Service Fund tax shall be added to each bill based upon the total billed revenues. This charge shall not exceed the amount of the Federal assessment.

4.10 Pay Telephone (Payphone) Surcharge

A \$0.37 surcharge shall be assessed for each call made from a pay telephone to an 800 number or using a travel card and dialing the carrier prefix in the form 101XXXX. Although collected on the customer's bill, this charge is reimbursed to pay telephone service provider.

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